

TOGUT, SEGAL & SEGAL LLP
Bankruptcy Co-Counsel for Delphi Corporation, et al.,
Debtors and Debtors in Possession
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000
Albert Togut (AT-9759)
Neil Berger (NB-3599)

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
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**JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 16368 AND EXPUNGING PROOF
OF CLAIM NUMBER 12394 (NEC ELECTRONICS AMERICA INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), NEC Electronics America Inc. ("NEC"), and JPMorgan Chase Bank, N.A. ("JPMC") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 16368 And Expunging Proof Of Claim Number 12394 (NEC) and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS NEC filed proof of claim number 12394 against DAS LLC on July 28, 2006, which asserts an unsecured non-priority claim in the amount of \$5,984,616.34, a secured claim in the amount of \$308,024.19, and a priority claim in the amount of \$3,424,138.98 (the "Claim") stemming from automotive parts sold and delivered to DAS LLC.

WHEREAS NEC filed an amended proof of claim number 16368 against Delphi on October 16, 2006, which asserts an unsecured non-priority claim in the amount of \$6,179,814.90, a secured claim in the amount of \$308,024.19, and a priority claim in the amount of \$3,424,138.98 (the "Amended Claim") stemming from automotive parts sold and delivered DAS LLC.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Fourteenth Omnibus Objection (Procedural) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate and Amended Claims and (B) Protective Claims (Docket No. 7998) (the "Fourteenth Omnibus Claims Objection"), which was filed on May 22, 2007.

WHEREAS on June 18, 2007, NEC filed its Response Of NEC Electronics America, Inc. To Debtors' Objection To Claim Number 12394 (Docket No. 8295) (the "Response").

WHEREAS the Debtors objected to the Amended Claim pursuant to the

Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Insurance Claim Not Reflected on Debtors' Books and Records, (D) Untimely Claims and Untimely Tax Claims, and (E) Claims Subject to Modification, Tax Claims Subject to Modification, and Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection"), which was filed on June 15, 2007.

WHEREAS on June 29, 2007, NEC assigned \$9,716,779.51 of the Amended Claim to JPMC as evidenced by that certain Notice of Transfer (Docket No. 8438).

WHEREAS on July 12, 2007, NEC filed its Response Of NEC Electronics America, Inc. To Debtors' Objection To Claim Number 16368 (Docket No. 8553) (the "Amended Claim Response", and together with the Response, the "Responses").

THEREFORE, the Debtors, JPMC, and NEC stipulate and agree as follows:

1. The Amended Claim shall be allowed in the amount of \$9,596,272.10 and shall be treated as an allowed prepetition general unsecured non-priority claim against the estate of DAS LLC.
2. The Claim shall be disallowed and expunged in its entirety.
3. Notwithstanding anything herein to the contrary, NEC and JPMC reserve the right, pursuant to section 503(b) of the Bankruptcy Code, to seek administrative priority status for \$3,424,138.98 of the Amended Claim as a reclamation claim.

[Concluded on the following page]

4. The Debtors agree that the Amended Claim shall not be subject to any further objections by the Debtors, and hereby waive any right to seek reconsideration of the allowance of the Amended Claim pursuant to 11 U.S.C. § 502(j), Fed.R.Bankr.P.3008, or otherwise.

So Ordered in New York, New York, this 7th day of September, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ Neil Berger

Neil Berger
TOGUT, SEGAL & SEGAL LLP
One Penn Plaza, Suite 3335
New York, NY 10119
(212) 594-5000

Bankruptcy Conflicts Counsel for

/s/ Steve Kieselstein

Steve Kieselstein
KIESELSTEIN LAW FIRM, PLLC
43 British American Boulevard
Latham, New York 12110
(518) 785-7800

Attorneys for NEC Electronics America Inc.

Delphi Corporation, *et al.*, Debtors and
Debtors-in-Possession

/s/ Jeffrey N. Rich
Jeffrey N. Rich
KIRKPATRICK & LOCKHART PRESTON
GATES ELLIS LLP
New York, New York 10022
(212) 536-4830

Attorneys for JPMorgan Chase Bank, N.A.